

**ESTERO BAY NEWCOMERS CLUB BYLAWS  
(Revised May 2019)**

**ARTICLE I – NAME and PURPOSE**

The name of this organization shall be Estero Bay Newcomers Club (“EBNC”), a social club, the purpose of which shall be to promote fellowship among newcomers to the Estero Bay community. EBNC provides opportunities to acquaint members with the social, cultural, and community service opportunities available in the areas surrounding Estero Bay. EBNC is designated as a 501(c)(7) nonprofit, not a business organization. As such, members may not solicit other members for financial gain or to promote private, public, political, or personal enterprises.

**ARTICLE II – MEMBERSHIP**

**SECTION 1.** Membership shall be open to any full-time or part-time resident living in or near the Estero Bay area. To be in good standing, a member’s dues must be paid to date. Each member is required to sign a one-time hard-copy “Indemnity Agreement” form, which will remain in effect for as long as the individual is a member or participates in any club activities as a guest.

**SECTION 2.** The EBNC Board of Directors (“BOD”) shall host one or more annual informal gatherings to honor new members. The BOD shall also honor annually all members who have reached a five-year membership milestone in EBNC.

**SECTION 3.** The EBNC Board of Directors can take appropriate action up to and including membership termination for any member who violates these Bylaws or any other policies or rules established by the BOD.

**ARTICLE III – BOARD OF DIRECTORS, OFFICERS, AND COMMITTEES**

**SECTION 1. EBNC BOARD OF DIRECTORS:** The BOD shall be composed of the Executive Committee and the Chairs of the Standing Committees. Each member of the Board shall have one vote. Terms shall be one calendar year in length. If at the end of the term no qualified replacement can be found, the previous Officer or Chair may continue in their position for another term, with approval of the BOD.

At the BOD’s discretion, any BOD position may be held by more than one person simultaneously, with such individuals sharing in the position responsibilities and each having voting rights on BOD matters. In addition, one person may hold more than one Board position simultaneously, as needed, but continues to have only one vote on the Board.

**SECTION 2. EXECUTIVE COMMITTEE:** The elected officers, who comprise the Executive Committee of the BOD, shall be the President, Programs Chair, Membership Chair, Arrangements Chair, Secretary, and Treasurer.

**SECTION 3. STANDING COMMITTEES:** The Nominating Committee, with the approval of the BOD, has the authority to appoint Standing Committee Chairs as required, and also to add, combine, and/or remove Standing Committee Chair positions as needed for the efficient operation of EBNC.

#### **ARTICLE IV – DUTIES OF ELECTED OFFICERS**

**SECTION 1. PRESIDENT:** The President shall preside at EBNC meetings and exercise general supervision over EBNC affairs, and may call special meetings as needed, with the approval of the Executive Committee. If unable to attend an EBNC meeting, the President will appoint a replacement from the BOD.

The President is responsible for reviewing the monthly EBNC bank statement. At the beginning of each calendar year and/or at the end of the Treasurer's term of office, the President, with the approval of the Executive Committee, shall appoint a qualified person to complete a reconciliation of the Treasurer's reports with the bank statements and submit a written report of the findings to the BOD at the following Board meeting.

**SECTION 2. PROGRAMS CHAIR:** The Programs Chair shall arrange the programs for the monthly general membership meetings.

**SECTION 3. MEMBERSHIP CHAIR:** The Membership Chair shall welcome new members in a timely manner, introduce them at general meetings, and chair a committee to plan and coordinate one or more annual informal gatherings to honor new members. The Membership Chair shall advise the BOD monthly of all new members. When necessary, the Membership Chair shall certify to the presiding officer the presence of a quorum.

**SECTION 4. ARRANGEMENTS CHAIR:** The Arrangements Chair shall arrange for monthly meeting venues and luncheon menus, collaborating with the Programs Chair to coordinate program location and special equipment needs.

**SECTION 5. SECRETARY:** The Secretary shall record the minutes of the EBNC meetings, report the minutes, and handle correspondence as requested by the Executive Committee.

**SECTION 6. TREASURER:** The Treasurer shall manage and oversee all funds of the EBNC and deposit them in a bank approved by the Executive Committee. Checks shall be signed by one of the following officers: President, Secretary, or Treasurer. No signatory shall sign a check payable to themselves. At each monthly Board meeting the Treasurer shall submit a report of all funds, both income and expenses, to be approved by the Board of Directors. The Treasurer shall serve as Chair of the Budget Committee.

The Treasurer shall chair the Budget Committee, which may include the outgoing President, the incoming President, and the immediate past Treasurer, and any other BOD member(s) appointed by the Treasurer. The Committee shall submit a proposed budget in September to the Board of Directors for approval. This budget shall include a minimum of \$1,500 maintained in reserve at the end of the fiscal year. Dues for the upcoming year shall be established by the Budget Committee and approved by the Board of Directors.

## **ARTICLE V – DUTIES OF STANDING COMMITTEE CHAIRS**

**SECTION 1. ACTIVITIES:** The Activities Chair shall circulate activity group lists at general meetings. The Chair shall notify the appropriate contact person of new sign-ups after membership status has been verified. The Activities Chair shall update the list of activity groups as needed, both on the lists provided at luncheons and on the EBNC website.

**SECTION 2. CHAIR-AT-LARGE:** The Chair-at-Large shall assist or substitute for any member of the Board of Directors, as needed. The Chair-at-Large is responsible for the retiring President's gift.

**SECTION 3. HOSPITALITY:** The Hospitality Chair shall be responsible for name tags at each monthly regular meeting and shall oversee the greeters, who welcome members and guests at the general meetings and provide information or assistance as needed.

**SECTION 4. NEWSLETTER:** The Newsletter Chair shall compile articles as submitted by BOD members and publish a monthly newsletter to be provided to all members. Any member can submit an article of community benefit for consideration by the BOD for inclusion in the newsletter.

**SECTION 5. PARLIAMENTARIAN:** The immediate past President shall be the Parliamentarian. In the event the immediate past President is unable to serve, the office reverts to a past President who is an active member. If no past President is available, the nominating committee shall offer the position to an active member with two terms of experience on the BOD.

The Parliamentarian shall chair the Nominating Committee and any Revisions Committee needed for the Bylaws and/or Standing Rules. The Parliamentarian advises the President concerning correct meeting procedures in accordance with the Bylaws and Standing Rules, referring to the current edition of Robert's Rules of Order as needed. While the Parliamentarian may be consulted on any procedure, the President has the duty to make the final ruling.

**SECTION 6. SUNSHINE:** On behalf of EBNC, the Sunshine Chair shall send appropriate cards to members who are ill or in need of special remembrance.

**SECTION 7. DATABASE/WEBSITE:** The Database/Website Chair will update and maintain an electronic database of all member information, as well as a printable membership directory, and provide information as requested by the BOD. The Database/Website Chair also is responsible for all mass emails sent to EBNC members, including the monthly newsletter, and for updating web pages as needed. A membership listing as of December 31st of each year shall be retained for club records.

**SECTION 8. OPPORTUNITIES:** The Opportunities Chair provides/sells tickets for opportunity drawings at monthly luncheons, collects prizes donated by members, and may help organize proposed money-raising activities. The Opportunities Chair also provides all members attending the monthly meetings with one ticket per meeting for the opportunity drawings at no cost.

## **ARTICLE VI – ACTIVITY GROUPS**

**SECTION 1.** A member must be in good standing to join or participate in an activity group. Guest policy and size of group shall be established by each group leader and communicated to group members.

**SECTION 2.** A member may form an activity group by contacting the Activities Chair, who receives approval from the EBNC BOD. The new group must have a contact person responsible for communication with the group and the Activities Chair.

**SECTION 3.** In the event an Activity Group reaches its maximum size, a current member of the existing group will be named as mentor to a new group until such time as a contact person is in place and the new group is functional. The existing group may not be considered closed until the new group is formed. A closed group may be reopened by notifying the Activities Chair if additional participants are necessary for the efficient operation of the activity group.

**SECTION 4.** EBNC shall serve solely as a facilitator for the activity groups and shall not be considered a sponsor in any way.

## **ARTICLE VII – MEETINGS**

**SECTION 1.** Regular meetings of the EBNC shall be held on the third Wednesday of each month unless otherwise scheduled by the Executive Committee. With due notice to members, special meetings may also be scheduled.

**SECTION 2.** Meetings of the BOD shall be held on the first Wednesday of each month unless, with due notice to the BOD, the President reschedules it or schedules a special meeting.

**SECTION 3.** Elected Officers and Standing Committee Chairs shall attend meetings of the BOD. Any member in good standing may attend BOD meetings, but only those members currently serving on the BOD may vote during Board meetings.

**ARTICLE VIII – NOMINATIONS AND ELECTIONS**

**SECTION 1.** The Parliamentarian shall form a Nominating Committee no later than September 30th to produce a slate of officers for the following term. Members will be encouraged to communicate to the Parliamentarian their interest in serving on the BOD.

**SECTION 2.** The Nominating Committee shall submit the names of candidates for all Executive Committee offices for election at the general meeting in November. Nominations may also be made from the floor, with the prior consent of that nominee. Elections shall be decided by a majority of the voting members present. The full slate of Executive Committee Members and Standing Committee Chairs will be introduced at the general meeting in December.

**SECTION 3.** Officers shall be elected in November for a term of one year, to commence in January.

**SECTION 4:** Vacancies that occur during a term of office shall be filled by the President with the approval of the BOD. Appointment to fill a vacancy does not constitute election to a term of office.

**ARTICLE IX – RECORD RETENTION**

EBNC records are to be retained in hardcopy and electronic format as follows:

<b>Person Responsible</b>	<b>Document</b>	<b>Time Retained</b>
Treasurer	Treasurer’s Reports	7 years
Secretary	Minutes of Board Meetings and General Membership Meetings	3 years
Membership Chair	Membership Applications (hardcopy)	3 years
Database Chair	Annual Member Lists as of December 31st	3 years
	Printed Rosters (through 2017)	Indefinitely
	Indemnity Agreements (hardcopy)	Indefinitely
Newsletter Chair	Newsletters	Indefinitely

**ARTICLE X – PRIVACY and COMMUNICATION**

EBNC strives to protect, respect, and maintain the privacy of its members.

**SECTION 1.** Solicitation of members for financial gain or to promote private, public, political, or personal enterprises is prohibited. All information published by EBNC is strictly confidential. Using it for purposes other than Estero Bay Newcomers Club

communications is strictly forbidden. This includes the inappropriate use of members' contact information. Violation could result in termination of club membership by the BOD.

**SECTION 2.** The use of membership-wide electronic messaging shall be for EBNC business only. Other than newsletter distribution and routine EBNC business, all other messages must be approved by the President and at least two additional members of the Executive Committee prior to transmittal. Any member wishing to make announcements, share flyers, or print articles in the newsletter about anything they deem to be in line with the club's mission statement shall request approval by the President and at least two members of the Executive Committee.

The use of group-wide electronic messaging by Activity groups is for group business and shall be limited to Activity group leaders, their group members, and the Activities Chair.

## **ARTICLE XI – INSURANCE**

The BOD may, at its discretion, maintain an appropriate level of Directors and Officers insurance to cover all Board members.

## **ARTICLE XII – AMENDMENTS**

**SECTION 1.** These Bylaws can be amended as needed. The Parliamentarian shall form a committee which reviews the Bylaws and makes recommendations that are presented to the BOD for approval. Upon approval by the BOD, the proposed amendments are distributed to the General Membership at least one month prior to voting. At any general meeting, a quorum being established, these Bylaws may be amended by majority of the total votes cast.

**SECTION 2.** A quorum shall consist of at least forty percent (40%) of the general membership, to include those represented by attendance and by absentee ballot.

**SECTION 3.** A ballot signed and received by the Parliamentarian prior to the voting deadline constitutes a valid vote for proposed amendments to these Bylaws. The ballot may be hand-carried, posted via regular mail, or sent from the member's personal email address on file to the Parliamentarian. The sender's personal email address will be accepted as an electronic signature.

**SECTION 4.** The results of the vote will be communicated to the membership. Approved changes to these Bylaws will be effective immediately.

**SECTION 5.** The Standing Rules may be amended as necessary. Proposed changes may be submitted by any member to the BOD for consideration. Such rules may be amended by a majority vote of the BOD members present at any regularly scheduled

BOD meeting. Upon BOD approval, the updated Standing Rules will be communicated to the general membership and will be effective immediately.

### **ARTICLE XIII – DISSOLUTION**

Upon dissolution of the Estero Bay Newcomers Club, any assets remaining after payment of all debts and liabilities of EBNC shall be handled in accordance with current federal and state laws for 501(c)(7) social clubs.